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OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

January 8, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract 3-5665 Rider 25

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: AG Processing, Inc.  
12700 West Dodge Road  
Omaha, NE 68103-2047]

Section Chief  
January 8, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

92 railcars within the series SHPX 201096 - SHPX 201195 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARI II Funding LLC and Shippers Third LLC, all with respect to AG Processing, Inc., a Iowa Cooperative Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

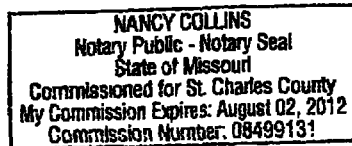
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

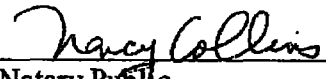
AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

STATE OF MISSOURI                     )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 21<sup>st</sup> day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

**AG Processing, Inc.**

Contract 3-5665 rider 25 dated 8/18/06

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	201096
	Tank	SHPX	201097
	Tank	SHPX	201098
	Tank	SHPX	201099
	Tank	SHPX	201101
	Tank	SHPX	201102
	Tank	SHPX	201103
	Tank	SHPX	201104
	Tank	SHPX	201105
	Tank	SHPX	201106
	Tank	SHPX	201107
	Tank	SHPX	201108
	Tank	SHPX	201109
	Tank	SHPX	201110
	Tank	SHPX	201111
	Tank	SHPX	201113
	Tank	SHPX	201114
	Tank	SHPX	201115
	Tank	SHPX	201116
	Tank	SHPX	201117
	Tank	SHPX	201119
	Tank	SHPX	201120
	Tank	SHPX	201121
	Tank	SHPX	201122
	Tank	SHPX	201123
	Tank	SHPX	201124
	Tank	SHPX	201125
	Tank	SHPX	201126
	Tank	SHPX	201127
	Tank	SHPX	201128
	Tank	SHPX	201129
	Tank	SHPX	201130
	Tank	SHPX	201131
	Tank	SHPX	201132

## Schedule A

### Equipment

**AG Processing, Inc.**

Contract 3-5665 rider 25

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	201133
	Tank	SHPX	201134
	Tank	SHPX	201135
	Tank	SHPX	201136
	Tank	SHPX	201137
	Tank	SHPX	201139
	Tank	SHPX	201141
	Tank	SHPX	201142
	Tank	SHPX	201143
	Tank	SHPX	201144
	Tank	SHPX	201145
	Tank	SHPX	201146
	Tank	SHPX	201147
	Tank	SHPX	201148
	Tank	SHPX	201149
	Tank	SHPX	201150
	Tank	SHPX	201151
	Tank	SHPX	201152
	Tank	SHPX	201153
	Tank	SHPX	201154
	Tank	SHPX	201155
	Tank	SHPX	201156
	Tank	SHPX	201157
	Tank	SHPX	201159
	Tank	SHPX	201160
	Tank	SHPX	201161
	Tank	SHPX	201162
	Tank	SHPX	201163
	Tank	SHPX	201164
	Tank	SHPX	201165
	Tank	SHPX	201166
	Tank	SHPX	201168
	Tank	SHPX	201169
	Tank	SHPX	201170

## Schedule A

### Equipment

#### AG Processing, Inc.

Contract 3-5665 rider 25

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	201171
	Tank	SHPX	201172
	Tank	SHPX	201173
	Tank	SHPX	201174
	Tank	SHPX	201175
	Tank	SHPX	201176
	Tank	SHPX	201178
	Tank	SHPX	201179
	Tank	SHPX	201180
	Tank	SHPX	201181
	Tank	SHPX	201182
	Tank	SHPX	201183
	Tank	SHPX	201184
	Tank	SHPX	201185
	Tank	SHPX	201186
	Tank	SHPX	201187
	Tank	SHPX	201188
	Tank	SHPX	201189
	Tank	SHPX	201190
	Tank	SHPX	201191
	Tank	SHPX	201192
	Tank	SHPX	201193
	Tank	SHPX	201194
	Tank	SHPX	201195